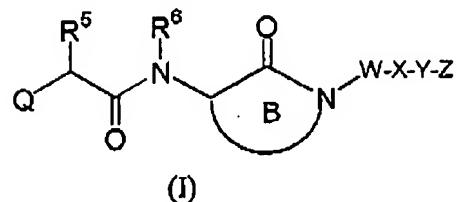


Serial No. 10/685,031

Response to Office Action of July 8, 2004;
 BMS PH 7164 (C)
 Page 5 of 62

**COMPLETE LIST OF CLAIMS THAT ARE OR HAVE BEEN BEFORE THE
 OFFICE AFTER ENTRANCE OF THE AMENDMENTS MADE HEREIN**
 (See next page)

1. (CURRENTLY AMENDED) A compound of Formula (I):



or a pharmaceutically acceptable salt or prodrug thereof, wherein:

Q is $-(CR^7R^{7a})_mR^4$,
 $-(CR^7R^{7a})_nS-R^4$,
 $-(CR^7R^{7a})_nO-R^4$,
 $-(CR^7R^{7a})_mN(R^{7b})-R^4$,
 $-(CR^7R^{7a})_nS(=O)-R^4$,
 $-(CR^7R^{7a})_nS(=O)_2-R^4$, or
 $-(CR^7R^{7a})_nC(=O)-R^4$;
 provided when n is 0, then R⁴ is not H;

m is 1, 2, or 3;

n is 0, 1, or 2;

R⁴ is H,

C₁-C₈ alkyl substituted with 0-3 R^{4a},
 C₂-C₈ alkenyl substituted with 0-3 R^{4a},
 C₂-C₈ alkynyl substituted with 0-3 R^{4a},
 C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},
 C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 6 of 62

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, OR^{14a}, OR²², SR²², C(=O)OR²², NR²¹R²², S(=O)R²², S(=O)₂R²², C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, C₁-C₄ haloalkyl-S-, C₃-C₁₀ carbocycle substituted with 0-3 R^{4b}, C₆-C₁₀ aryl substituted with 0-3 R^{4b}, and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

R⁵ is H;

C₁-C₆ alkyl substituted with 0-3 R^{5b};
C₂-C₆ alkaryl substituted with 0-3 R^{5b};
C₂-C₆ alkynyl substituted with 0-3 R^{5b};
C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};
C₆-C₁₀ aryl substituted with 0-3 R^{5c}, and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5b}, at each occurrence, is independently selected from:

H, C₁-C₆ alkyl, CF₃, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶,
C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};
C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or

Serial No. 10/685,031

Response to Office Action of July 8, 2004;

BMS PH 7164 (C)

Page 7 of 62

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

R⁶ is H;

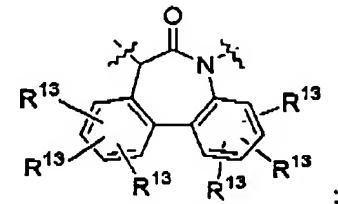
- C₁-C₆ alkyl substituted with 0-3 R^{6a};
- C₃-C₁₀ carbocycle substituted with 0-3 R^{6b}; or
- C₆-C₁₀ aryl substituted with 0-3 R^{6b};

R^{6a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, aryl or CF₃;

R^{6b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

R⁷, at each occurrence, is independently H or C₁-C₄ alkyl;R^{7a}, at each occurrence, is independently H or C₁-C₄ alkyl;R^{7b} is H or C₁-C₄ alkyl;

Ring B is

a 7-membered lactam;

Serial No. 10/685,031

Response to Office Action of July 8, 2004;

BMS PH 7164 (C)

Page 8 of 62

wherein the lactam is saturated, partially saturated or unsaturated;
 wherein each additional lactam carbon is substituted with 0-2 R¹¹; and,
 optionally, the lactam contains a heteroatom selected from O, S, S(=O), S(=O)₂,
 N=, NH, and N(R¹⁰);

additionally, two R¹¹ substituents on adjacent atoms may be combined to form a benzo-fused radical; wherein said benzo-fused radical is substituted with 0-4 R¹³;

additionally, two R¹¹ substituents on adjacent atoms may be combined to form a 5-to-6 membered heteroaryl-fused radical, wherein said 5-to-6 membered heteroaryl-fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5-to-6 membered heteroaryl-fused radical is substituted with 0-3 R¹³;

additionally, two R¹¹ substituents on the same or adjacent carbon atoms may be combined to form a C₃-C₆ carbocycle substituted with 0-3 R¹³;

R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹,
 S(=O)₂NR¹⁸R¹⁹, S(=O)₂R¹⁷,
 C₁-C₆ alkyl optionally substituted with 0-3 R^{10a},
 C₆-C₁₀ aryl substituted with 0-4 R^{10b},
 C₃-C₁₀ carbocycle substituted with 0-3 R^{10b}, or
 5-to-10 membered heterocycle containing 1-to-4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5-to-10 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or aryl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

R¹¹, at each occurrence, is independently selected from

Serial No. 10/685,031

Response to Office Action of July 8, 2004;

BMS PH 7164 (C)

Page 9 of 62

~~H, C₁-C₄ alkoxy, Cl, F, Br, I, =O, CN, NO₂, NR¹⁸R¹⁹, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹, S(=O)₂NR¹⁸R¹⁹, CF₃;~~
~~C₁-C₆ alkyl optionally substituted with 0-3 R^{11a};~~
~~C₆-C₁₀ aryl substituted with 0-3 R^{11b};~~
~~C₃-C₁₀ carbocycle substituted with 0-3 R^{11b}, or~~
~~5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};~~

~~R^{11a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, phenyl substituted with 0-3 R^{11b}, C₃-C₆ cycloalkyl substituted with 0-3 R^{11b}, and 5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};~~

~~R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S;~~

W is a bond or -(CR⁸R^{8a})_p-;

p is 0, 1, 2, 3, or 4;

R⁸ and R^{8a}, at each occurrence, are independently selected from H, F, C₁-C₄ alkyl, C₂-C₄ alkenyl, C₂-C₄ alkynyl and C₃-C₈ cycloalkyl;

X is a bond;

C₆-C₁₀ aryl substituted with 0-3 RX^b,
C₃-C₁₀ carbocycle substituted with 0-3 RX^b; or
5 to 10 membered heterocycle substituted with 0-2 RX^b,

Serial No. 10/685,031

Response to Office Action of July 8, 2004;

BMS PH 7164 (C)

Page 10 of 62

R^{Xb} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkoxy;

Y is a bond or -(CR⁹R^{9a})_t-V-(CR⁹R^{9a})_u-;

t is 0, 1, or 2;

u is 0, 1, or 2;

R⁹ and R^{9a}, at each occurrence, are independently selected from H, F, C₁-C₆ alkyl or C₃-C₈ cycloalkyl;

V is a bond, -C(=O)-, -O-, -S-, -S(=O)-, -S(=O)₂-, -N(R¹⁹)-, -C(=O)NR^{19b}-, -NR^{19b}C(=O)-, -NR^{19b}S(=O)₂-, -S(=O)₂NR^{19b}-, -NR^{19b}S(=O)-, -S(=O)NR^{19b}-, -C(=O)O-, or -OC(=O)-;

Z is H;

C₁-C₈ alkyl substituted with 0-3 R^{12a},
C₂-C₆ alkenyl substituted with 0-3 R^{12a},
C₂-C₆ alkynyl substituted with 0-3 R^{12a},
C₆-C₁₀ aryl substituted with 0-4 R^{12b},
C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b},

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, -C(=O)NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, C₁-C₄ haloalkyl-S-, C₆-C₁₀ aryl substituted with 0-4 R^{12b}, C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}, or

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 11 of 62*

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, aryl, C₃-C₆ cycloalkyl, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

R¹³, at each occurrence, is independently selected from

H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, or C₃-C₆ cycloalkyl;

R^{14a} is H, phenyl, benzyl, or C₁-C₄ alkyl;

R¹⁵, at each occurrence, is independently selected from H, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

R¹⁶, at each occurrence, is independently selected from

H, OH, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

alternatively, R¹⁵ and R¹⁶, together with the nitrogen to which they are attached, may combine to form a 4-7 membered ring wherein said 4-7 membered ring optionally contains an additional heteroatom selected from O or NH;

R¹⁷ is H, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or -CH₂-aryl substituted by 0-4 R^{17a};

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 12 of 62*

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;

R¹⁸, at each occurrence, is independently selected from H, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)2-;

R¹⁹, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)2-;

R^{19b}, at each occurrence, is independently is H or C₁-C₄ alkyl;

R²¹ is H, phenyl, benzyl, or C₁-C₄ alkyl; and

R²² is C₁-C₄ alkyl, C₂-C₄ alkenyl, or C₃-C₄ alkynyl.

2. (CURRENTLY AMENDED) A compound, according to Claim 1, of Formula (I) or a pharmaceutically acceptable salt or prodrug thereof, wherein:

Q is -(CR⁷R^{7a})_m-R⁴,
-(CR⁷R^{7a})_n-S-R⁴,
-(CR⁷R^{7a})_n-O-R⁴, or
-(CR⁷R^{7a})_m-N(R^{7b})-R⁴;

m is 1 or 2;

n is 0 or 1;

R⁴ is H,
C₁-C₈ alkyl substituted with 0-3 R^{4a},
C₂-C₈ alkenyl substituted with 0-3 R^{4a},
C₂-C₈ alkynyl substituted with 0-3 R^{4a},

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 13 of 62*

C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},

C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, OR^{14a}, C(=O)OR²², SR²², OR²², NR²¹R²², S(=O)R²², S(=O)₂R²², C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, C₁-C₄ haloalkyl-S-, C₃-C₁₀ carbocycle substituted with 0-3 R^{4b}, C₆-C₁₀ aryl substituted with 0-3 R^{4b}, and 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

R⁵ is H;

C₁-C₆ alkyl substituted with 0-3 R^{5b};

C₂-C₆ alkenyl substituted with 0-3 R^{5b};

C₂-C₆ alkynyl substituted with 0-3 R^{5b};

C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};

C₆-C₁₀ aryl substituted with 0-3 R^{5c}, and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5b}, at each occurrence, is independently selected from:

H, C₁-C₆ alkyl, CF₃, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶,

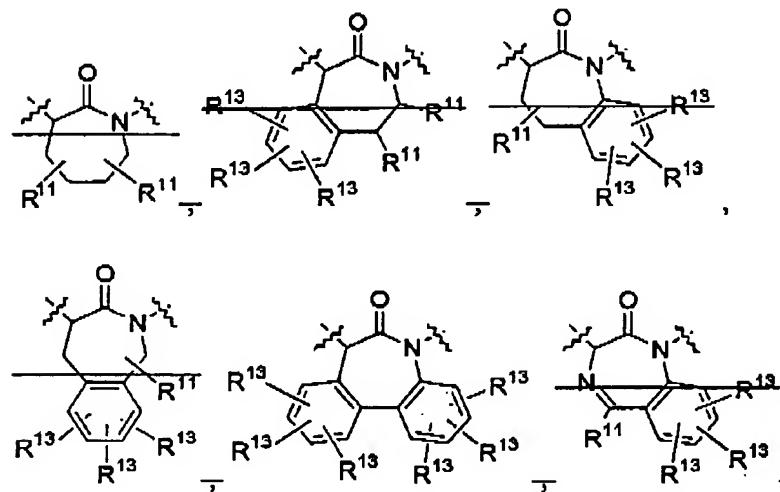
Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 14 of 62C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

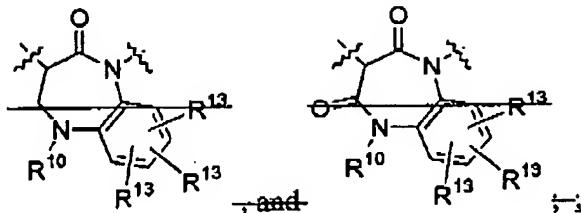
R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

R⁶ is H, methyl, or ethyl;R⁷, at each occurrence, is independently H or C₁-C₄ alkyl;R^{7a}, at each occurrence, is independently H or C₁-C₄ alkyl;R^{7b} is H or C₁-C₄ alkyl;

Ring B is selected from:



Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 15 of 62

R^{10} is H , $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$,
 $S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$,
 C_1-C_6 alkyl optionally substituted with 0-3 R^{10a} ,
 C_6-C_{10} aryl substituted with 0-4 R^{10b} ,
 C_3-C_{10} carboecycle substituted with 0-3 R^{10b} , or
~~5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b} ,~~

R^{10a} , at each occurrence, is independently selected from H , C_1-C_6 alkyl, OR^{14} , C_1-F , Br , I , $=O$,
 CN , NO_2 , $NR^{15}R^{16}$, CF_3 , or aryl substituted with 0-4 R^{10b} ,

R^{10b} , at each occurrence, is independently selected from H , OH , Cl , F , Br , I , CN , NO_2 ,
 $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy,
 C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl S ;

R^{11} , at each occurrence, is independently selected from
 H , C_1-C_4 alkoxy, Cl , F , Br , I , $=O$, CN , NO_2 , $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$,
 $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3 ,
 C_1-C_6 alkyl optionally substituted with 0-3 R^{11a} ,
 C_6-C_{10} aryl substituted with 0-3 R^{11b} ,
 C_3-C_{10} carboecycle substituted with 0-3 R^{11b} , or
~~5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b} ,~~

R^{11a} , at each occurrence, is independently selected from
 H , C_1-C_6 alkyl, OR^{14} , C_1-F , Br , I , $=O$, CN , NO_2 , $NR^{15}R^{16}$, CF_3 ;

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 16 of 62*

~~phenyl substituted with 0-3 R^{11b},~~
~~C₃-C₆ cycloalkyl substituted with 0-3 R^{11b}, and~~
~~5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};~~

~~R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-,~~

W is a bond or -(CH₂)_p;

p is 1 or 2;

X is a bond;

~~phenyl substituted with 0-2 R^{Xb},~~
~~C₃-C₆ carbocycle substituted with 0-2 R^{Xb}, or~~
~~5 to 6 membered heterocycle substituted with 0-2 R^{Xb},~~

~~R^{Xb}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₃ haloalkyl, C₁-C₃ haloalkoxy, and C₁-C₃ halothioalkoxy,~~

Y is a bond, -C(=O)-, -O-, -S-, -S(=O)-, -S(=O)₂-, -N(R¹⁹)-, -C(=O)NR^{19b}-, -NR^{19b}C(=O)-, -NR^{19b}S(=O)₂-, -S(=O)₂NR^{19b}-, -NR^{19b}S(=O)-, -S(=O)NR^{19b}-, -C(=O)O-, or -OC(=O)-;

Z is H;

~~C₁-C₈ alkyl substituted with 0-3 R^{12a},~~
~~C₂-C₆ alkenyl substituted with 0-3 R^{12a},~~
~~C₂-C₆ alkynyl substituted with 0-3 R^{12a},~~
~~C₆-C₁₀ aryl substituted with 0-4 R^{12b},~~
~~C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}, or~~

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 17 of 62*

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, -C(=O)NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,

C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,

C₁-C₄ haloalkoxy, C₁-C₄ haloalkyl-S-,

C₆-C₁₀ aryl substituted with 0-4 R^{12b};

C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,

C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,

C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

R¹³, at each occurrence, is independently selected from

H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, or C₃-C₆ cycloalkyl;

R^{14a} is H, phenyl, benzyl, or C₁-C₄ alkyl;

R¹⁵, at each occurrence, is independently selected from H, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

R¹⁶, at each occurrence, is independently selected from

H, OH, C₁-C₆ alkyl, benzyl, phenethyl,

(C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 18 of 62*

alternatively, R¹⁵ and R¹⁶, together with the nitrogen to which they are attached, may combine to form a 4-7 membered ring wherein said 4-7 membered ring optionally contains an additional heteroatom selected from O or NH;

R¹⁷ is H, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or -CH₂-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;

R¹⁸, at each occurrence, is independently selected from H, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

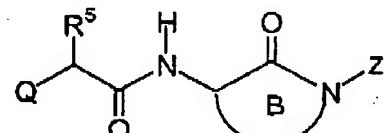
R¹⁹, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, phenyl, benzyl, phenethyl;

R^{19b}, at each occurrence, is independently selected from H or C₁-C₄ alkyl;

R²¹ is H, phenyl, benzyl, or C₁-C₄ alkyl; and

R²² is C₁-C₄ alkyl, C₂-C₄ alkenyl, or C₃-C₄ alkynyl.

3. (CURRENTLY AMENDED) A compound, according to Claim 2, of Formula (Ib):



(Ib)

or a pharmaceutically acceptable salt or prodrug thereof,

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 19 of 62

wherein:

Q is $-(CHR^7)_m-R^4$,
 $-(CHR^7)_n-S-R^4$,
 $-(CHR^7)_n-O-R^4$, or
 $-(CHR^7)_m-N(R^7b)-R^4$;

m is 1 or 2;

n is 0 or 1;

R⁴ is H,

C₁-C₈ alkyl substituted with 0-3 R^{4a},
C₂-C₈ alkenyl substituted with 0-3 R^{4a},
C₂-C₈ alkynyl substituted with 0-3 R^{4a},
C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},
C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, OR^{14a}, C(=O)OR²², SR²², OR²², NR²¹R²², S(=O)R²², S(=O)₂R²², C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, C₁-C₄ haloalkyl-S-, C₃-C₁₀ carbocycle substituted with 0-3 R^{4b}, C₆-C₁₀ aryl substituted with 0-3 R^{4b}, and
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

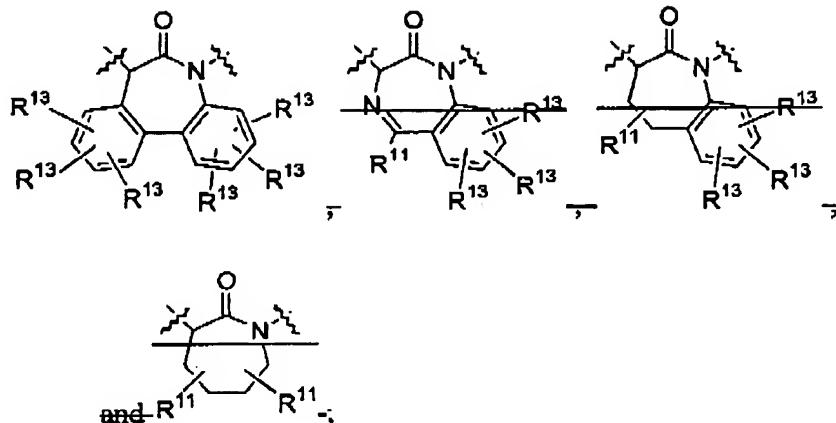
R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 20 of 62C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;R⁵ is H;C₁-C₆ alkyl substituted with 0-3 R^{5b};C₂-C₆ alkenyl substituted with 0-3 R^{5b};C₂-C₆ alkynyl substituted with 0-3 R^{5b};C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};C₆-C₁₀ aryl substituted with 0-3 R^{5c}; and5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};R^{5b}, at each occurrence, is independently selected from:H, C₁-C₆ alkyl, CF₃, Cl, F, Br, I, =O, CN, NO₂, R¹⁵R¹⁶;C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, andC₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;R⁷, at each occurrence, is independently H, methyl, or ethyl;R^{7b} is H, methyl, or ethyl;

Ring B is selected from:

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 21 of 62~~R¹¹, at each occurrence, is independently selected from~~~~H, C₁-C₄ alkoxy, Cl, F, Br, I, -O, CN, NO₂, NR¹⁸R¹⁹, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹, S(=O)₂NR¹⁸R¹⁹, CF₃;~~~~C₁-C₆ alkyl optionally substituted with 0-3 R^{11a},~~~~C₆-C₁₀ aryl substituted with 0-3 R^{11b},~~~~C₃-C₁₀ carbocycle substituted with 0-3 R^{11b}, or~~~~5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b},~~~~R^{11a}, at each occurrence, is independently selected from~~~~H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, -O, CN, NO₂, NR¹⁵R¹⁶, CF₃,~~~~phenyl substituted with 0-3 R^{11b},~~~~C₃-C₆ cycloalkyl substituted with 0-3 R^{11b}, and~~~~5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b},~~~~R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂,~~~~NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,~~~~C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,~~~~C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-,~~

W is a bond;

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 22 of 62*

X is a bond;

Y is a bond;

Z is H;

C₁-C₈ alkyl substituted with 0-3 R^{12a};C₂-C₆ alkenyl substituted with 0-3 R^{12a};C₂-C₆ alkynyl substituted with 0-3 R^{12a};C₆-C₁₀ aryl substituted with 0-4 R^{12b};C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};R^{12a}, at each occurrence, is independently selected fromH, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, -C(=O)NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,C₁-C₄ haloalkoxy, C₁-C₄ haloalkyl-S-,C₆-C₁₀ aryl substituted with 0-4 R^{12b};C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};R^{12b}, at each occurrence, is independently selected fromH, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;R¹³, at each occurrence, is independently selected fromH, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;R¹⁴ is H, phenyl, benzyl, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, or C₃-C₆ cycloalkyl;

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 23 of 62*

R^{14a} is H, phenyl, benzyl, or C₁-C₄ alkyl;

R¹⁵, at each occurrence, is independently selected from H, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

R¹⁶, at each occurrence, is independently selected from
H, OH, C₁-C₆ alkyl, benzyl, phenethyl,
(C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

alternatively, R¹⁵ and R¹⁶, together with the nitrogen to
which they are attached, may combine to form a 4-7
membered ring wherein said 4-7 membered ring
optionally contains an additional heteroatom selected
from O or NH;

R¹⁷ is H, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl,
aryl substituted by 0-4 R^{17a}, or
-CH₂-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I,
CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;

R¹⁸, at each occurrence, is independently selected from
H, C₁-C₆ alkyl, phenyl, benzyl, phenethyl,
(C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

R¹⁹, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, phenyl, benzyl, phenethyl;

R²¹ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl; and

R²² is methyl, ethyl, propyl, butyl, propenyl, butenyl, and propargyl.

4. (CURRENTLY AMENDED) A compound according to Claim 3 of Formula (I)

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 24 of 62

or a pharmaceutically acceptable salt or prodrug thereof,
wherein:

Q is $-(CH_2)_m-R^4$,
 $-(CH_2)_n-S-R^4$,
 $-(CH_2)_n-O-R^4$, or
 $-(CH_2)_m-N(H)-R^4$;

m is 1 or 2;

n is 0 or 1;

R^4 is C₁-C₈ alkyl substituted with 0-3 R^{4a} ,
C₂-C₈ alkenyl substituted with 0-3 R^{4a} ,
C₂-C₈ alkynyl substituted with 0-3 R^{4a} ,
C₃-C₁₀ carbocycle substituted with 0-3 R^{4b} ,
C₆-C₁₀ aryl substituted with 0-3 R^{4b} , or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b} ;

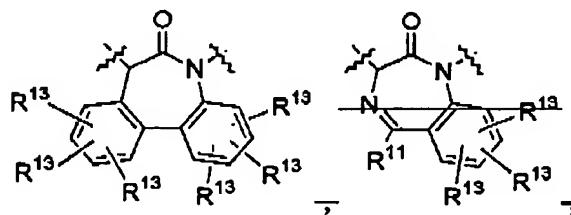
R^{4a} , at each occurrence, is independently selected from is H, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, C(=O)OR²², SR²², OR²², OR^{14a}, NR²¹R²², S(=O)R²², S(=O)₂R²², C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, C₁-C₄ haloalkyl-S-, C₃-C₁₀ carbocycle substituted with 0-3 R^{4b} , C₆-C₁₀ aryl substituted with 0-3 R^{4b} , and
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b} ;

R^{4b} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,

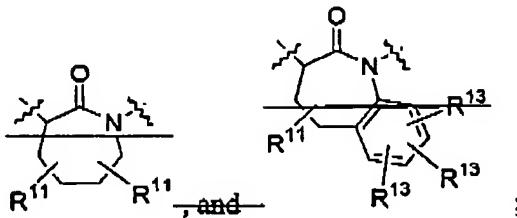
Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 25 of 62C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;R⁵ is H;C₁-C₆ alkyl substituted with 0-3 R^{5b};C₂-C₆ alkenyl substituted with 0-3 R^{5b};C₂-C₆ alkynyl substituted with 0-3 R^{5b};C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};C₆-C₁₀ aryl substituted with 0-3 R^{5c}; and5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};R^{5b}, at each occurrence, is independently selected from:H, C₁-C₆ alkyl, CF₃, Cl, F, Br, I, =O, CN, NO₂, R¹⁵R¹⁶;C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

Ring B is selected from:



Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 26 of 62 R^{11} , at each occurrence, is independently selected from H , $=\text{O}$, $\text{NR}^{18}\text{R}^{19}$, CF_3 ; $\text{C}_1\text{-C}_4$ alkyl optionally substituted with 0-1 R^{11a} ,phenyl substituted with 0-3 R^{11b} ; $\text{C}_3\text{-C}_6$ carbocycle substituted with 0-3 R^{11b} , and5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b} , wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thiienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl; R^{11a} , at each occurrence, is independently selected from H , $\text{C}_1\text{-C}_4$ alkyl, OR^{14} , F , Cl , $=\text{O}$, $\text{NR}^{15}\text{R}^{16}$, CF_3 , or phenyl substituted with 0-3 R^{11b} ; R^{11b} , at each occurrence, is independently selected from H , OH , Cl , F , $\text{NR}^{15}\text{R}^{16}$, CF_3 , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, $\text{C}_1\text{-C}_2$ haloalkyl, and $\text{C}_1\text{-C}_2$ haloalkoxy;

W is a bond;

X is a bond;

Y is a bond;

Z is H;

 $\text{C}_1\text{-C}_8$ alkyl substituted with 0-3 R^{12a} , $\text{C}_2\text{-C}_6$ alkenyl substituted with 0-3 R^{12a} , or $\text{C}_2\text{-C}_6$ alkynyl substituted with 0-3 R^{12a} ; R^{12a} , at each occurrence, is independently selected from

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 27 of 62

H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, -C(=O)NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, C₁-C₄ haloalkyl-S-, C₆-C₁₀ aryl substituted with 0-4 R^{12b}, C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}, or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b}; and wherein said 5 to 10 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, tetrazolyl, benzofuranyl, benzothiophenyl, indolyl, benzimidazolyl, 1H-indazolyl, oxazolidinyl, isoxazolidinyl, benzotriazolyl, benzisoxazolyl, oxindolyl, benzoxazolinyl, quinolinyl, and isoquinolinyl;

R^{12b}, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

R¹³, at each occurrence, is independently selected from

H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, or C₃-C₆ cycloalkyl;

R^{14a} is H, phenyl, benzyl, or C₁-C₄ alkyl;

R¹⁵, at each occurrence, is independently selected from H, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₄ alkyl)-C(=O)-, and (C₁-C₄ alkyl)-S(=O)₂-;

R¹⁶, at each occurrence, is independently selected from

H, OH, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₄ alkyl)-C(=O)-, and (C₁-C₄ alkyl)-S(=O)₂-; and

alternatively, R¹⁵ and R¹⁶, together with the nitrogen to

Serial No. 10/685,031

Response to Office Action of July 8, 2004;

BMS PH 7164 (C)

Page 28 of 62

which they are attached, may combine to form a 4-6 membered ring wherein said 4-6 membered ring optionally contains an additional heteroatom selected from O or NH, wherein said 4-6 membered ring is

selected from imidazolidinyl, oxazolidinyl, thiazolidinyl, piperazinyl, morpholinyl, and thiomorpholinyl;

R¹⁸, at each occurrence, is independently selected from

H, C₁-C₆ alkyl, phenyl, benzyl, phenethyl,
(C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

R¹⁹, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, phenyl, benzyl, phenethyl;

R²¹ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl; and

R²² is methyl, ethyl, propyl, butyl, propenyl, butenyl, and propargyl.

5. (CURRENTLY AMENDED) A compound according to Claim 4 wherein:

Q is -CH₂R⁴, -O-R⁴, or -CH₂-NH-R⁴,

R⁴ is C₁-C₆ alkyl substituted with 0-3 R^{4a},

C₂-C₆ alkenyl substituted with 0-3 R^{4a},

C₂-C₆ alkynyl substituted with 0-3 R^{4a},

C₃-C₆ carbocycle substituted with 0-3 R^{4b},

phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 29 of 62*

R^{4a}, at each occurrence, is independently selected from H, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, C(=O)OR²², SR²², OR^{14a}, OR²², NR²¹R²², S(=O)R²², S(=O)₂R²², C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, C₁-C₄ haloalkyl-S-, C₃-C₁₀ carbocycle substituted with 0-3 R^{4b}, C₆-C₁₀ aryl substituted with 0-3 R^{4b}, and 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

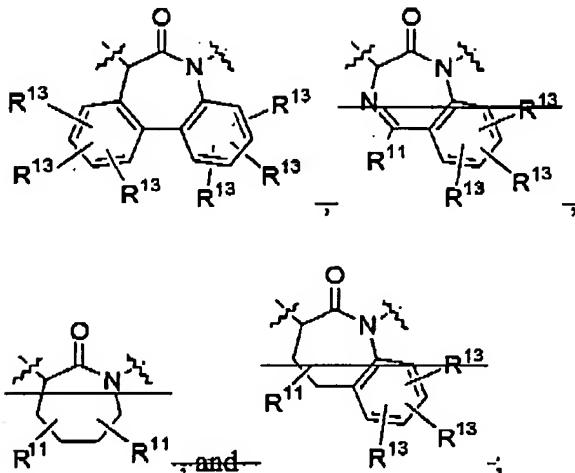
R⁵ is H;
C₁-C₆ alkyl substituted with 0-3 R^{5b};
C₂-C₆ alkenyl substituted with 0-3 R^{5b}; or
C₂-C₆ alkynyl substituted with 0-3 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF₃, Cl, F, Br, I, =O;
C₃-C₆ carbocycle substituted with 0-3 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

Ring B is selected from:

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 30 of 62

R^{11} , at each occurrence, is independently selected from
 $H, =O, NR^{18}R^{19}, CF_3;$
 C_1-C_4 alkyl optionally substituted with 0-1 R^{11a} ,
phenyl substituted with 0-3 R^{11b} ,
 C_3-C_6 carboecycle substituted with 0-3 R^{11b} , and
5-to-6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5-to-6 membered heterocycle is substituted with 0-3 R^{11b} , wherein said 5-to-6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a} , at each occurrence, is independently selected from H , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, phenoxy, F , Cl , $=O, NR^{15}R^{16}, CF_3$, or phenyl substituted with 0-3 R^{11b} ;

R^{11b} , at each occurrence, is independently selected from $H, OH, Cl, F, NR^{15}R^{16}, CF_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

W is a bond;
X is a bond;
Y is a bond;

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 31 of 62

Z is H;

C₁-C₄ alkyl substituted with 0-3 R^{12a};
C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or
C₂-C₄ alkynyl substituted with 0-3 R^{12a},

R^{12a}, at each occurrence, is independently selected from

H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₄ alkyl,
C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R¹³, at each occurrence, is independently selected from

H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, C₁-C₄ alkyl, or C₂-C₄ alkoxyalkyl;R^{14a} is H, phenyl, benzyl, or C₁-C₄ alkyl;R¹⁵, at each occurrence, is independently selected from H, C₁-C₄ alkyl, and benzyl;R¹⁶, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-,
methyl-S(=O)₂-, and ethyl-S(=O)₂-;

R¹⁸, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl;

R¹⁹, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, and butyl;

R²¹ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl; andR²² is methyl, ethyl, propyl, butyl, propenyl, butenyl, and propargyl.

6. (CURRENTLY AMENDED) A compound according to Claim 5 or a pharmaceutically acceptable salt or prodrug thereof wherein:

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 32 of 62*

Q is -CH₂R⁴, -O-R⁴, or -CH₂-NH-R⁴;

R⁴ is C₁-C₆ alkyl substituted with 0-2 R^{4a},

C₂-C₆ alkenyl substituted with 0-2 R^{4a},

C₂-C₆ alkynyl substituted with 0-2 R^{4a}, or

C₃-C₆ cycloalkyl substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, OH, F, Cl, Br, I, CN, NR¹⁵R¹⁶, CF₃, methyl, ethyl, propyl, methoxy, ethoxy, propoxy, OCF₃;

C₃-C₆ carbocycle substituted with 0-3 R^{4b},

phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}, wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,

C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,

C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

R⁵ is H;

C₁-C₄ alkyl substituted with 0-1 R^{5b};

C₂-C₄ alkenyl substituted with 0-1 R^{5b}; or

C₂-C₄ alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF₃;

C₃-C₆ carbocycle substituted with 0-2 R^{5c};

phenyl substituted with 0-3 R^{5c}; and

5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-

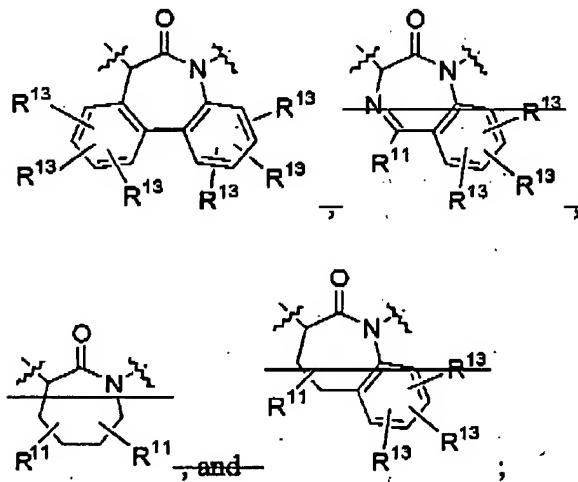
Serial No. 10/685,031

Response to Office Action of July 8, 2004;
 BMS PH 7164 (C)
 Page 33 of 62

3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

Ring B is selected from:



R¹¹, at each occurrence, is independently selected from
 H, -O, NR¹⁸R¹⁹,
 C₁-C₄ alkyl optionally substituted with 0-1 R^{11a},
 phenyl substituted with 0-3 R^{11b},
 5-to-6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5-to-6 membered heterocycle is substituted with 0-3 R^{11b}, wherein said 5-to-6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, methoxy, ethoxy, propoxy, phenoxy, F, Cl, -O, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-3 R^{11b};

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 34 of 62*

R^{11b} , at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

W is a bond;

X is a bond;

Y is a bond;

Z is H;

C₁-C₄ alkyl substituted with 0-1 R^{12a};

C₂-C₄ alkenyl substituted with 0-1 R^{12a}; or

C₂-C₄ alkynyl substituted with 0-1 R^{12a};

R^{12a}, at each occurrence, is independently selected from

H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R¹³, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl; and

R¹⁶, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, benzyl, and phenethyl;

R¹⁸, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R¹⁹, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, and butyl.

7. (CURRENTLY AMENDED) A compound according to Claim 6 wherein:

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 35 of 62*

R⁵ is -CH₃, -CH₂CH₃, -CH₂CH₂CH₃, -CH₂CH(CH₃)₂, -CH₂CH₂CH₂CH₃, -CH₂CH₂CH₂CH₂CH₃, -CH₂CH₂CH₂CH(CH₃)₂, -CH₂CH₂CH₂CH₂CH₂CH₃, -CH₂CH₂CH₂CH(CH₃)₂, -CH₂CH₂CH₂CH₂CH(CH₃)₂, -CH₂NH₂, -CH₂N(CH₃)₂, -CH₂N(CH₂CH₃)₂, -CH₂CH₂NH₂, -CH₂CH₂N(CH₃)₂, -CH₂CH₂N(CH₂CH₃)₂, -CH₂-cyclopropyl, -CH₂-cyclobutyl, -CH₂-cyclopentyl, -CH₂-cyclohexyl, -CH₂CH₂-cyclopropyl, -CH₂CH₂-cyclobutyl, -CH₂CH₂-cyclopentyl, or -CH₂CH₂-cyclohexyl;

Q is -CH₃, -CH₂CH₃, -CH₂CH₂CH₃, -CH₂CH(CH₃)₂, -CH₂CH₂CH₂CH₃, CH₂CH₂CH₂CH₂CH₃, -CH₂CH₂CH(CH₃)₂, -CH₂CH₂CH₂CH₂CH₂CH₃, CH₂CH₂CH₂CH(CH₃)₂, -CH₂CH₂CH₂CH₂CH₂CH₂CH₃, -CH₂CH₂CH₂CH₂CH(CH₃)₂, -CH₂-cyclopropyl, -CH₂-cyclobutyl, -CH₂-cyclopentyl, -CH₂-cyclohexyl, -CH₂CH₂-cyclopropyl, -CH₂CH₂-cyclobutyl, -CH₂CH₂-cyclopentyl, -CH₂CH₂-cyclohexyl, -OCH₃, -OCH₂CH₃, -OCH₂CH₂CH₃, -OCH(CH₃)₂, -OCH₂CH₂CH₂CH₃, -OCH₂CH(CH₃)₂, -OCH₂CH₂CH(CH₃)₂, -OCH₂CH₂CH₂CH₂CH₃, -OCH₂CH₂CH₂CH(CH₃)₂, -OCH₂-cyclopropyl, -OCH₂-cyclobutyl, -OCH₂-cyclopentyl, -OCH₂-cyclohexyl, -OCH₂CH₂-cyclopropyl, -OCH₂CH₂-cyclobutyl, -OCH₂CH₂-cyclopentyl, -OCH₂CH₂-cyclohexyl, -CH₂OCH₂CH₃, -CH₂OCH₂CH₂CH₃, -CH₂-OCH(CH₃)₂, -CH₂OCH₂CH₂CH₂CH₃, -CH₂OCH₂CH₂CH₂CH(CH₃)₂, -CH₂OCH₂CH₂CH₂CH(CH₃)₂, -CH₂OCH₂CH₂CH₂CH(CH₃)₂, -CH₂O-cyclopropyl, -CH₂O-cyclobutyl, -CH₂O-cyclopentyl, -CH₂O-cyclohexyl, -CH₂OCH₂-cyclobutyl, -CH₂OCH₂-cyclopentyl, -CH₂OCH₂-cyclohexyl, -CH₂(NH)CH₂CH₃, -CH₂(NH)CH₂CH₂CH₃, -CH₂-(NH)CH(CH₃)₂, -CH₂(NH)CH₂CH₂CH₂CH₃, -CH₂(NH)CH₂CH(CH₃)₂,

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
 BMS PH 7164 (C)
 Page 36 of 62

-CH₂(NH)CH₂CH₂CH₂CH₂CH₃, -CH₂(NH)CH₂CH₂CH(CH₃)₂,
 -CH₂(NH)CH₂CH₂CH₂CH(CH₃)₂, -CH₂(NH)-cyclopropyl,
 -CH₂(NH)-cyclobutyl, -CH₂(NH)-cyclopentyl,
 -CH₂(NH)-cyclohexyl, -CH₂(NH)CH₂-cyclopropyl,
 -CH₂(NH)CH₂-cyclobutyl, -CH₂(NH)CH₂-cyclopentyl,
 or -CH₂(NH)CH₂-cyclohexyl;

W is a bond;

X is a bond;

Y is a bond;

Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl, s-butyl, t-butyl, or allyl;

~~R¹¹, at each occurrence, is independently selected from~~

~~H, -O, methyl, ethyl, phenyl, benzyl, phenethyl,~~
~~4-F phenyl, (4-F phenyl)CH₂, (4-F phenyl)CH₂CH₂,~~
~~3-F phenyl, (3-F phenyl)CH₂, (3-F phenyl)CH₂CH₂,~~
~~2-F phenyl, (2-F phenyl)CH₂, (2-F phenyl)CH₂CH₂,~~
~~4-Cl phenyl, (4-Cl phenyl)CH₂, (4-Cl phenyl)CH₂CH₂,~~
~~3-Cl phenyl, (3-Cl phenyl)CH₂, (3-Cl phenyl)CH₂CH₂,~~
~~4-CH₃ phenyl, (4-CH₃ phenyl)CH₂, (4-CH₃ phenyl)CH₂CH₂,~~
~~3-CH₃ phenyl, (3-CH₃ phenyl)CH₂, (3-CH₃ phenyl)CH₂CH₂,~~
~~4-CF₃ phenyl, (4-CF₃ phenyl)CH₂, (4-CF₃ phenyl)CH₂CH₂,~~
~~pyrid-2-yl, 4-F pyrid-2-yl, 4-Cl pyrid-2-yl,~~
~~4-CH₃ pyrid-2-yl, 4-CF₃ pyrid-2-yl, pyrid-3-yl,~~
~~4-F pyrid-3-yl, 4-Cl pyrid-3-yl, 4-CH₃ pyrid-3-yl,~~
~~4-CF₃ pyrid-3-yl, or pyrid-4-yl;~~ and

~~R¹³, at each occurrence, is independently selected from~~~~H, F, Cl, OH, -CH₃, -CH₂CH₃, -OCH₃, or -CF₃.~~

8. (CURRENTLY AMENDED) A compound according to Claim 2 of Formula (I) or a pharmaceutically acceptable salt or prodrug thereof

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 37 of 62*

wherein:

Q is $-(CH_2)_m-R^4$,
 $-(CH_2)_n-S-R^4$,
 $-(CH_2)_n-O-R^4$, or
 $-(CH_2)_m-N(H)-R^4$;

m is 1 or 2;

n is 0 or 1;

R^4 is C₁-C₈ alkyl substituted with 0-3 R^{4a} ,
C₂-C₈ alkenyl substituted with 0-3 R^{4a} ,
C₂-C₈ alkynyl substituted with 0-3 R^{4a} ,
C₃-C₁₀ carbocycle substituted with 0-3 R^{4b} ,
C₆-C₁₀ aryl substituted with 0-3 R^{4b} , or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b} ;

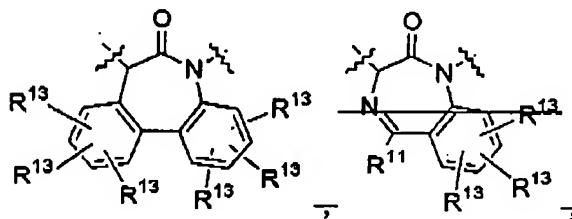
R^{4a} , at each occurrence, is independently selected from is H, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, C(=O)OR²², SR²², OR²², OR^{14a}, NR²¹R²², S(=O)R²², S(=O)₂R²², C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, C₁-C₄ haloalkyl-S-, C₃-C₁₀ carbocycle substituted with 0-3 R^{4b} , C₆-C₁₀ aryl substituted with 0-3 R^{4b} , and 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b} ;

R^{4b} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

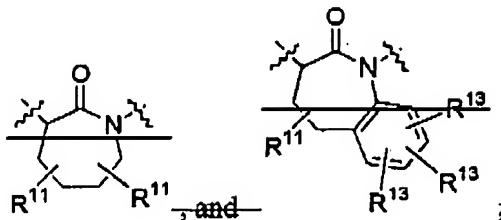
Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 38 of 62 R^5 is H;C₁-C₆ alkyl substituted with 0-3 R^{5b} ;C₂-C₆ alkenyl substituted with 0-3 R^{5b} ;C₂-C₆ alkynyl substituted with 0-3 R^{5b} ;C₃-C₁₀ carbocycle substituted with 0-3 R^{5c} ;C₆-C₁₀ aryl substituted with 0-3 R^{5c} ; and5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c} ; R^{5b} , at each occurrence, is independently selected from:H, C₁-C₆ alkyl, CF₃, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶;C₃-C₁₀ carbocycle substituted with 0-3 R^{5c} ;C₆-C₁₀ aryl substituted with 0-3 R^{5c} ; or5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c} ; R^{5c} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

Ring B is selected from:



Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 39 of 62

R¹¹, at each occurrence, is independently selected from H, =O, NR¹⁸R¹⁹, CF₃; C₁-C₄ alkyl optionally substituted with 0-3 R^{11a}, phenyl substituted with 0-3 R^{11b}; C₃-C₆ carbocycle substituted with 0-3 R^{11b}, or 5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}, and wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a}, at each occurrence, is independently selected from H, C₁-C₄ alkyl, OR¹⁴, Cl, F, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₄ haloalkoxy;

W is a bond, -CH₂-, -CH₂CH₂-;

X is a bond;
phenyl substituted with 0-2 R^{Xb};
C₃-C₆ cycloalkyl substituted with 0-2 R^{Xb}; or
5 to 6 membered heterocycle substituted with 0-2 R^{Xb};

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 40 of 62*

RX^b , at each occurrence, is independently selected from H, OH, Cl, F, $\text{NR}^{15}\text{R}^{16}$, CF_3 , acetyl, SCH_3 , $\text{S}(=\text{O})\text{CH}_3$, $\text{S}(=\text{O})_2\text{CH}_3$, $\text{C}_1\text{-C}_4$ alkyl, $\text{C}_1\text{-C}_3$ alkoxy, $\text{C}_1\text{-C}_2$ haloalkyl, and $\text{C}_1\text{-C}_2$ haloalkoxy;

Y is a bond, $-\text{C}(=\text{O})-$, $-\text{O}-$, $-\text{S}-$, $-\text{S}(=\text{O})-$, $-\text{S}(=\text{O})_2-$,
 $-\text{N}(\text{R}^{19})-$, $-\text{C}(=\text{O})\text{NR}^{19\text{b}}-$, $-\text{NR}^{19\text{b}}\text{C}(=\text{O})-$, $-\text{NR}^{19\text{b}}\text{S}(=\text{O})_2-$,
 $-\text{S}(=\text{O})_2\text{NR}^{19\text{b}}-$, $-\text{NR}^{19\text{b}}\text{S}(=\text{O})-$, $-\text{S}(=\text{O})\text{NR}^{19\text{b}}-$, $-\text{C}(=\text{O})\text{O}-$,
or $-\text{OC}(=\text{O})-$;

Z is $\text{C}_1\text{-C}_3$ alkyl substituted with 1-2 $\text{R}^{12\text{a}}$;

$\text{C}_6\text{-C}_{10}$ aryl substituted with 0-4 $\text{R}^{12\text{b}}$;

$\text{C}_3\text{-C}_{10}$ carbocycle substituted with 0-3 $\text{R}^{12\text{b}}$; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 $\text{R}^{12\text{b}}$;

$\text{R}^{12\text{a}}$, at each occurrence, is independently selected from

$\text{C}_6\text{-C}_{10}$ aryl substituted with 0-4 $\text{R}^{12\text{b}}$;

$\text{C}_3\text{-C}_{10}$ carbocycle substituted with 0-4 $\text{R}^{12\text{b}}$; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 $\text{R}^{12\text{b}}$;

$\text{R}^{12\text{b}}$, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO_2 , $\text{NR}^{15}\text{R}^{16}$, CF_3 , acetyl, SCH_3 , $\text{S}(=\text{O})\text{CH}_3$, $\text{S}(=\text{O})_2\text{CH}_3$, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_1\text{-C}_4$ alkoxy, $\text{C}_1\text{-C}_4$ haloalkyl, $\text{C}_1\text{-C}_4$ haloalkoxy, and $\text{C}_1\text{-C}_4$ haloalkyl-S-;

R^{13} , at each occurrence, is independently selected from

H, OH, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_1\text{-C}_4$ alkoxy, Cl, F, Br, I, CN, NO_2 , $\text{NR}^{15}\text{R}^{16}$, and CF_3 ;

R^{14} is H, phenyl, benzyl, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_2\text{-C}_6$ alkoxyalkyl, or $\text{C}_3\text{-C}_6$ cycloalkyl;

$\text{R}^{14\text{a}}$ is H, phenyl, benzyl, or $\text{C}_1\text{-C}_4$ alkyl;

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 41 of 62*

R^{15} , at each occurrence, is independently selected from H, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₄ alkyl)-C(=O)-, and (C₁-C₄ alkyl)-S(=O)₂-;

R^{16} , at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₄ alkyl)-C(=O)-, and (C₁-C₄ alkyl)-S(=O)₂-; and

alternatively, R^{15} and R^{16} , together with the nitrogen to which they are attached, may combine to form a 4-6 membered ring wherein said 4-6 membered ring optionally contains an additional heteroatom selected from O or NH, wherein said 4-6 membered ring is selected from imidazolidinyl, oxazolidinyl, thiazolidinyl, piperazinyl, morpholinyl, and thiomorpholinyl;

R^{18} , at each occurrence, is independently selected from H, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

R^{19} , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl;

R^{21} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl; and

R^{22} is methyl, ethyl, propyl, butyl, propenyl, butenyl, and propargyl.

9. (CURRENTLY AMENDED) A compound according to Claim 8 wherein:

Q is -CH₂R⁴, -O-R⁴, or -CH₂-NH-R⁴;

R⁴ is C₁-C₆ alkyl substituted with 0-3 R^{4a}, C₂-C₆ alkenyl substituted with 0-3 R^{4a};

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 42 of 62*

C₂-C₆ alkynyl substituted with 0-3 R^{4a};
C₃-C₆ carbocycle substituted with 0-3 R^{4b};
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, C(=O)OR²², SR²², OR^{14a}, OR²², NR²¹R²², S(=O)R²², S(=O)₂R²², C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, C₁-C₄ haloalkyl-S-, C₃-C₁₀ carbocycle substituted with 0-3 R^{4b}, C₆-C₁₀-aryl substituted with 0-3 R^{4b}, and 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

R⁵ is H;
C₁-C₆ alkyl substituted with 0-3 R^{5b};
C₂-C₆ alkenyl substituted with 0-3 R^{5b}; or
C₂-C₆ alkynyl substituted with 0-3 R^{5b};

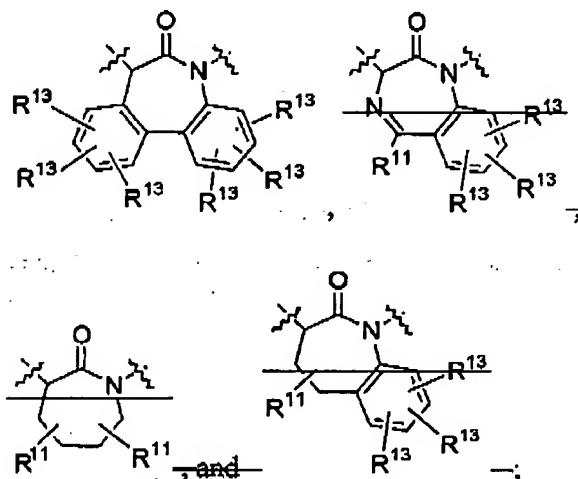
R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF₃, Cl, F, Br, I, =O;
C₃-C₆ carbocycle substituted with 0-3 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
 BMS PH 7164 (C)
 Page 43 of 62

R^{5c} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

Ring B is selected from:



R^{11} , at each occurrence, is independently selected from H, =O, NR¹⁸R¹⁹, CF₃; C₁-C₄ alkyl optionally substituted with 0-3 R^{11a}; phenyl substituted with 0-3 R^{11b}; C₃-C₆ carbocycle substituted with 0-3 R^{11b}; or 5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; and wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a} , at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, phenoxy, Cl, F, =O, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-3 R^{11b};

Serial No. 10/685,031

Response to Office Action of July 8, 2004;

BMS PH 7164 (C)

Page 44 of 62

~~R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂-haloalkyl, and C₁-C₄-haloalkoxy;~~

W is a bond, -CH₂-, -CH₂CH₂-;

X is a bond;

phenyl substituted with 0-1 R^{Xb};

C₃-C₆ cycloalkyl substituted with 0-1 R^{Xb}; or

5 to 6 membered heterocycle substituted with 0-1 R^{Xb};

R^{Xb} is selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, methoxy, ethoxy, propoxy, and -OCF₃;

Y is a bond, -C(=O)-, -O-, -S-, -S(=O)-, -S(=O)₂-, -NH-, -N(CH₃)-, or -N(CH₂CH₃)-;

Z is C₁-C₂ alkyl substituted with 1-2 R^{12a},

C₆-C₁₀ aryl substituted with 0-4 R^{12b},

C₃-C₁₀ carbocycle substituted with 0-3 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from

C₆-C₁₀ aryl substituted with 0-4 R^{12b},

C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b},

R^{12b}, at each occurrence, is independently selected from

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 45 of 62

H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

R¹³, at each occurrence, is independently selected from

H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, C₁-C₄ alkyl, or C₂-C₄ alkoxyalkyl;

R^{14a} is H, phenyl, benzyl, or C₁-C₄ alkyl;

R¹⁵, at each occurrence, is independently selected from H, C₁-C₄ alkyl, and benzyl;

R¹⁶, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)₂-, and ethyl-S(=O)₂-;

R¹⁸, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl;

R¹⁹, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, and butyl; and

R²¹ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl; and

R²² is methyl, ethyl, propyl, butyl, propenyl, butenyl, and propargyl.

10. (CURRENTLY AMENDED) A compound according to Claim 9 or a pharmaceutically acceptable salt or prodrug thereof wherein:

Q is -CH₂R⁴, -O-R⁴, or -CH₂-NH-R⁴;

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 46 of 62

R^4 is C₁-C₆ alkyl substituted with 0-2 R^{4a} ,
C₂-C₆ alkenyl substituted with 0-2 R^{4a} ,
C₂-C₆ alkynyl substituted with 0-2 R^{4a} , or
C₃-C₆ cycloalkyl substituted with 0-3 R^{4b} ,

R^{4a} , at each occurrence, is independently selected from is H, OH, F, Cl, Br, I, CN, NR¹⁵NR¹⁶, CF₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, OCF₃; C₃-C₆ carbocycle substituted with 0-3 R^{4b} , phenyl substituted with 0-3 R^{4b} , or 5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b} ; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵NR¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

R^5 is H;
C₁-C₄ alkyl substituted with 0-1 R^{5b} ,
C₂-C₄ alkenyl substituted with 0-1 R^{5b} , or
C₂-C₄ alkynyl substituted with 0-1 R^{5b} ;

R^{5b} , at each occurrence, is independently selected from: H, methyl, ethyl, propyl, butyl, CF₃; C₃-C₆ carbocycle substituted with 0-2 R^{5c} , phenyl substituted with 0-3 R^{5c} , and 5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c} ; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

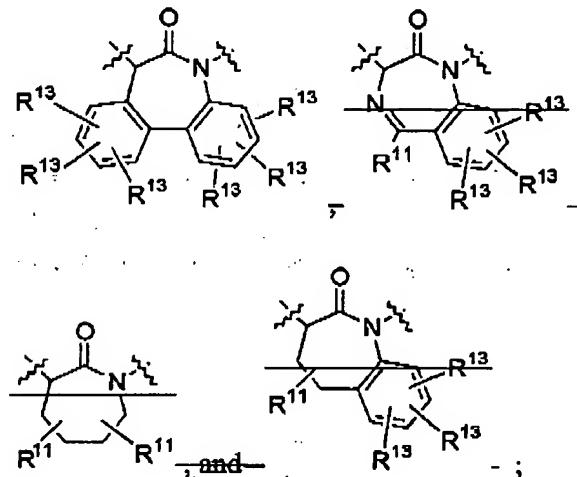
Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 47 of 62

pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

Ring B is selected from:



R^{11} , at each occurrence, is independently selected from

H, $-O$, $NR^{18}R^{19}$,

C₁-C₄ alkyl optionally substituted with 0-3 R^{11a} ,

phenyl substituted with 0-3 R^{11b} ,

C₃-C₆ carbocycle substituted with 0-3 R^{11b} , or

5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b} , and wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a} , at each occurrence, is independently selected from

H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, phenoxy, Cl, F, $-O$, $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-3 R^{11b} ,

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 48 of 62

~~R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;~~

W is a bond or -CH₂-;

X is a bond;

phenyl substituted with 0-1 R^{Xb};
C₃-C₆ cycloalkyl substituted with 0-1 R^{Xb}; or
5 to 6 membered heterocycle substituted with 0-1 R^{Xb};

R^{Xb} is selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, methyl, ethyl, methoxy, ethoxy, and -OCF₃;

Y is a bond, -C(=O)-, -O-, -S-, -S(=O)-, -S(=O)2-, -NH-, -N(CH₃)-, or -N(CH₂CH₃)-;

Z is C₁-C₂ alkyl substituted with 1-2 R^{12a};
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₁₀ carbocycle substituted with 0-3 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; and
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b}; and wherein said 5 to 10 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, tetrazolyl, benzofuranyl, benzothiophenyl, indolyl, benzimidazolyl, 1H-indazolyl, oxazolidinyl, isoxazolidinyl,

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 49 of 62

benzotriazolyl, benzisoxazolyl, oxindolyl, benzoxazolinyl, quinolinyl, and isoquinolinyl;

R^{12b}, at each occurrence, is independently selected from

H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, and -OCF₃;

R¹³, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl; and

R¹⁶, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, benzyl, and phenethyl;

R¹⁸, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R¹⁹, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, and butyl.

11. (CURRENTLY AMENDED) A compound, according to Claim 10, wherein:

R⁵ is -CH₃, -CH₂CH₃, -CH₂CH₂CH₃, -CH₂CH(CH₃)₂, -CH₂CH₂CH₂CH₃, -CH₂CH₂CH₂CH₂CH₂CH₃, -CH₂CH₂CH₂CH(CH₃)₂, -CH₂CH₂CH₂CH₂CH₂CH₃, -CH₂CH₂CH₂CH(CH₃)₂, -CH₂CH₂CH₂CH₂CH(CH₃)₂, -CH₂NH₂, -CH₂N(CH₃)₂, -CH₂N(CH₂CH₃)₂, -CH₂CH₂NH₂, -CH₂CH₂N(CH₃)₂, -CH₂CH₂N(CH₂CH₃)₂, -CH₂-cyclopropyl, -CH₂-cyclobutyl, -CH₂-cyclopentyl, -CH₂-cyclohexyl, -CH₂CH₂-cyclopropyl, -CH₂CH₂-cyclobutyl, -CH₂CH₂-cyclopentyl, or -CH₂CH₂-cyclohexyl;

Serial No. 10/685,031

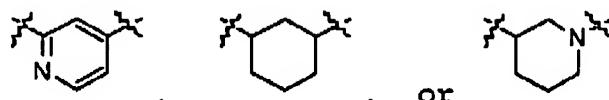
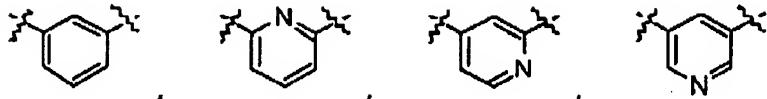
*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 50 of 62*

Q is -CH₃, -CH₂CH₃, -CH₂CH₂CH₃, -CH₂CH(CH₃)₂, -CH₂CH₂CH₂CH₃, -CH₂CH₂CH₂CH₂CH₃, -CH₂CH₂CH₂CH(CH₃)₂, -CH₂CH₂CH₂CH₂CH₂CH₂CH₃, -CH₂CH₂CH₂CH₂CH(CH₃)₂, -CH₂-cyclopropyl, -CH₂-cyclobutyl, -CH₂-cyclopentyl, -CH₂-cyclohexyl, -CH₂CH₂-cyclopropyl, -CH₂CH₂-cyclobutyl, -CH₂CH₂-cyclopentyl, -CH₂CH₂-cyclohexyl, -OCH₃, -OCH₂CH₃, -OCH₂CH₂CH₃, -OCH(CH₃)₂, -OCH₂CH₂CH₂CH₃, -OCH₂CH(CH₃)₂, -OCH₂CH₂CH₂CH₂CH₃, -OCH₂CH₂CH₂CH(CH₃)₂, -OCH₂-cyclopropyl, -OCH₂-cyclobutyl, -OCH₂-cyclopentyl, -OCH₂-cyclohexyl, -OCH₂CH₂-cyclopropyl, -OCH₂CH₂-cyclobutyl, -OCH₂CH₂-cyclopentyl, -OCH₂CH₂-cyclohexyl, -CH₂OCH₂CH₃, -CH₂OCH₂CH₂CH₃, -CH₂-OCH(CH₃)₂, -CH₂OCH₂CH₂CH₂CH₃, -CH₂OCH₂CH₂CH(CH₃)₂, -CH₂OCH₂CH₂CH₂CH(CH₃)₂, -CH₂O-cyclopropyl, -CH₂O-cyclobutyl, -CH₂O-cyclopentyl, -CH₂O-cyclohexyl, -CH₂OCH₂-cyclopropyl, -CH₂OCH₂-cyclobutyl, -CH₂OCH₂-cyclopentyl, -CH₂OCH₂-cyclohexyl, -CH₂(NH)CH₃, -CH₂(NH)CH₂CH₂CH₃, -CH₂(NH)CH(CH₃)₂, -CH₂(NH)CH₂CH₂CH₂CH₃, -CH₂(NH)CH₂CH(CH₃)₂, -CH₂(NH)CH₂CH₂CH₂CH(CH₃)₂, -CH₂(NH)CH₂CH₂CH(CH₃)₂, -CH₂(NH)-cyclopropyl, -CH₂(NH)-cyclobutyl, -CH₂(NH)-cyclopentyl, -CH₂(NH)-cyclohexyl, -CH₂(NH)CH₂-cyclopropyl, -CH₂(NH)CH₂-cyclobutyl, -CH₂(NH)CH₂-cyclopentyl, or -CH₂(NH)CH₂-cyclohexyl;

W is a bond or -CH₂-;

X is a bond;

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 51 of 62

Y is a bond, -C(=O)-, -O-, -S-, -S(=O)-, -S(=O)2-, -NH-, or -N(CH3)-,

Z is phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl, 2-Cl-phenyl, 3-Cl-phenyl, 4-Cl-phenyl, 2,3-diF-phenyl, 2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl, 3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl, 2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl, 3,4-diCl-phenyl, 3,5-diCl-phenyl, 3-F-4-Cl-phenyl, 3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl, 3-MeO-phenyl, 4-MeO-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl, 2-CF₃O-phenyl, 3-CF₃O-phenyl, 4-CF₃O-phenyl, furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl, 4-Me-pyridyl, 1-imidazolyl, oxazolyl, isoxazolyl, 1-benzimidazolyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, morpholino, N-piperinyl, phenyl-CH₂-, (2-F-phenyl)CH₂-, (3-F-phenyl)CH₂-, (4-F-phenyl)CH₂-, (2-Cl-phenyl)CH₂-, (3-Cl-phenyl)CH₂-, (4-Cl-phenyl)CH₂-, (2,3-diF-phenyl)CH₂-, (2,4-diF-phenyl)CH₂-, (2,5-diF-phenyl)CH₂-, (2,6-diF-phenyl)CH₂-, (3,4-diF-phenyl)CH₂-, (3,5-diF-phenyl)CH₂-, (2,3-diCl-phenyl)CH₂-, (2,4-diCl-phenyl)CH₂-, (2,5-diCl-phenyl)CH₂-, (2,6-diCl-phenyl)CH₂-, (3,4-diCl-phenyl)CH₂-, (3-F-4-Cl-phenyl)CH₂-, (3-F-5-Cl-phenyl)CH₂-, (3-Cl-4-F-phenyl)CH₂-, (2-MeO-phenyl)CH₂-, (3-MeO-phenyl)CH₂-, (4-MeO-phenyl)CH₂-, (2-Me-phenyl)CH₂-.

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 52 of 62

(3-Me-phenyl)CH₂-, (4-Me-phenyl)CH₂-,
(2-MeS-phenyl)CH₂-, (3-MeS-phenyl)CH₂-,
4-MeS-phenyl)CH₂-, (2-CF₃O-phenyl)CH₂-,
(3-CF₃O-phenyl)CH₂-, (4-CF₃O-phenyl)CH₂-,
(furanyl)CH₂-, (thienyl)CH₂-, (pyridyl)CH₂-,
(2-Me-pyridyl)CH₂-, (3-Me-pyridyl)CH₂-,
(4-Me-pyridyl)CH₂-, (1-imidazolyl)CH₂-,
(oxazolyl)CH₂-, (isoxazolyl)CH₂-,
(1-benzimidazolyl)CH₂-, (cyclopropyl)CH₂-, (cyclobutyl)CH₂-, (cyclopentyl)CH₂-,
(cyclohexyl)CH₂-, (morpholino)CH₂-,
(N-pipridinyl)CH₂-, or (phenyl)₂CH-;

R¹¹, at each occurrence, is independently selected from

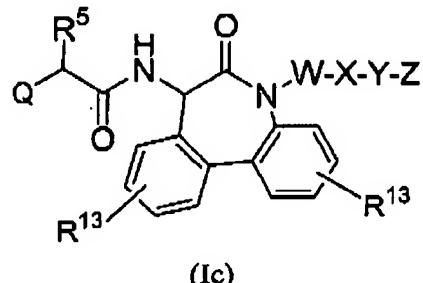
H, -O, methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH₂-, (4-F-phenyl)CH₂CH₂-,
3-F-phenyl, (3-F-phenyl)CH₂-, (3-F-phenyl)CH₂CH₂-,
2-F-phenyl, (2-F-phenyl)CH₂-, (2-F-phenyl)CH₂CH₂-,
4-Cl-phenyl, (4-Cl-phenyl)CH₂-, (4-Cl-phenyl)CH₂CH₂-,
3-Cl-phenyl, (3-Cl-phenyl)CH₂-, (3-Cl-phenyl)CH₂CH₂-,
4-CH₃-phenyl, (4-CH₃-phenyl)CH₂-, (4-CH₃-phenyl)CH₂CH₂-,
3-CH₃-phenyl, (3-CH₃-phenyl)CH₂-, (3-CH₃-phenyl)CH₂CH₂-,
4-CF₃-phenyl, (4-CF₃-phenyl)CH₂-, (4-CF₃-phenyl)CH₂CH₂-,
pyrid-2-yl, 4-F-pyrid-2-yl, 4-Cl-pyrid-2-yl,
4-CH₃-pyrid-2-yl, 4-CF₃-pyrid-2-yl, pyrid-3-yl,
4-F-pyrid-3-yl, 4-Cl-pyrid-3-yl, 4-CH₃-pyrid-3-yl,
4-CF₃-pyrid-3-yl, or pyrid-4-yl; and

R¹³, at each occurrence, is independently selected from

H, F, Cl, OH, -CH₃, -CH₂CH₃, -OCH₃, or -CF₃.

12. (CURRENTLY AMENDED) A compound according to Claim 2 one of Claims 4-11 of Formula (Ic):

Serial No. 10/685,031

Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 53 of 62

or a stereoisomer, pharmaceutically acceptable salt or prodrug thereof.

13.-16. (CANCELLED)

17. (CURRENTLY AMENDED) A compound according to Claim 1, or a pharmaceutically acceptable salt or prodrug thereof comprising:

(7S)-[(2S)-1-oxo-2-pentyloxy-4-methylpentyl]amino-5-methyl-5H,7H-dibenzo[b,d]azepin-6-one.

18. (ORIGINAL) A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

19.-20 (CANCELLED)

21. (NEW) A pharmaceutical composition comprising a compound of Claim 2 and a pharmaceutically acceptable carrier.

22. (NEW) A pharmaceutical composition comprising a compound of Claim 3 and a pharmaceutically acceptable carrier.

23. (NEW) A pharmaceutical composition comprising a compound of Claim 4 and a pharmaceutically acceptable carrier.

24. (NEW) A pharmaceutical composition comprising a compound of Claim 5 and a pharmaceutically acceptable carrier.

25. (NEW) A pharmaceutical composition comprising a compound of Claim 6 and a pharmaceutically acceptable carrier.

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 54 of 62*

26. (NEW) A pharmaceutical composition comprising a compound of Claim 7 and a pharmaceutically acceptable carrier.
27. (NEW) A pharmaceutical composition comprising a compound of Claim 8 and a pharmaceutically acceptable carrier.
28. (NEW) A pharmaceutical composition comprising a compound of Claim 9 and a pharmaceutically acceptable carrier.
29. (NEW) A pharmaceutical composition comprising a compound of Claim 10 and a pharmaceutically acceptable carrier.
30. (NEW) A pharmaceutical composition comprising a compound of Claim 11 and a pharmaceutically acceptable carrier.
31. (NEW) A pharmaceutical composition comprising a compound of Claim 12 and a pharmaceutically acceptable carrier.
32. (NEW) A pharmaceutical composition comprising a compound of Claim 17 and a pharmaceutically acceptable carrier.
33. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1.
34. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 2.
35. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 3.
36. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 4.

Serial No. 10/685,031

*Response to Office Action of July 8, 2004;
BMS PH 7164 (C)
Page 55 of 62*

37. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 5.

38. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 6.

39. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 7.

40. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 8.

41. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 9.

42. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 10.

43. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 11.

44. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 12.

45. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 17.